



THE NASDAQ STOCK MARKET  
8800 BLACKWELL ROAD  
ROCKVILLE, MD 20850

Received SEC

AUG 06 2009

Washington, DC 20549

Gary Sundick  
Vice President  
Listing Qualifications



09037012

By Facsimile and First Class Mail

August 6, 2009

Ms. Cecile Peters  
Chief, IT Services  
Division of Corporate Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

DDI-33365  
CERTN AS

Dear Ms. Peters:

This is to certify that on August 6, 2009, The Nasdaq Stock Market (the "Exchange") received from USA Technologies, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Warrants to purchase common stock

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,